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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)

**SECOND AMENDED¹ PROPOSED AGENDA FOR MATTERS SCHEDULED
TO BE HEARD ON OCTOBER 17, 2012 AT 2:00 P.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton U.S. Custom House, Courtroom 501, One Bowling Green, New York, NY 10004-1408

I. UNCONTESTED MATTERS

1. Debtors' Amended Motion for an Order Pursuant to Section 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of a Key Employee Incentive Plan for Certain Insiders and (II) Payment of Any Obligation Arising Thereunder as Administrative Expenses [Docket No. 1762]

Related Documents:

- a. Debtors' Motion for an Order Pursuant to Sections 363(b)(1) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) A Key Employee Retention Plan for Certain Non-Insiders and (B) A Key Employee Incentive Plan for Certain Insiders and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 812] (*includes*

¹ All items that have been amended since the filing of the initial agenda appear in **bold**.

(the Declaration of John Dempsey, Declaration of Ronald Greenspan and Declaration of Anne Janiczek)

- b.** Supplemental Declaration of Ronald Greenspan in Further Support of Debtors' Motion for an Order Pursuant to Sections 363(b)(1) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) A Key Employee Retention Plan for Certain Non-Insiders and (B) A Key Employee Incentive Plan for Certain Insiders and (II) Payment of Any Obligations Arising Thereunder As Administrative Expenses [Docket No. 1006]
- c.** Debtors' Exhibit List for Hearing on Debtors' KEIP/KERP Motion [Docket No. 1047]
- d.** Statement of Ally Financial Inc. Regarding Debtors' KEIP/KERP Motion and Debtors' Prepetition and Postpetition Employee Compensation [Docket No. 970]
- e.** Objection of the United States Trustee to Debtors Motion for Order Authorizing (I) Implementation Of (A) a Key Employee Retention Plan for Certain Non-insiders and (B) a Key Employee Incentive Plan for Certain Insiders and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 987]
- f.** Debtors' Reply to the Objection by the United States Trustee to the Debtors' Motion for an Order Pursuant to Sections 363(b)(1) and 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of (A) A Key Employee Retention Plan for Certain Non-Insiders and (B) A Key Employee Incentive Plan for Certain Insiders and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 1005] *(includes the Supplemental Declaration of John Dempsey, Supplemental Declaration of Anne Janiczek and Declaration of John E. Mack)*
- g.** Memorandum Opinion and Order Denying Debtor's Motion for Approval of a Key Employee Incentive Plan [Docket No. 1286]
- h.** Declaration of Anne Janiczek in Support of (I) The Debtors' Motion Authorizing (A) Implementation of a Key Employee Incentive Plan for Certain Key Executives, and (B) Payment of Any Obligations Arising Thereunder as Administrative Expenses, and (II) Debtors' Motion to Shorten Notice of the Debtors' Motion Authorizing (A) Implementation of a Key Employee Incentive Plan for Certain Key Executives, and (B) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 1765]
- i.** Debtors' Motion to Shorten Time of the Amended Motion for an Order Pursuant to Section 503(c)(3) of the Bankruptcy Code Authorizing (I)

Implementation of a Key Employee Incentive Plan for Certain Insiders and
(II) Payment of Any Obligations Arising Thereunder as Administrative
Expenses [Docket No. 1766]

j. Order Shortening the Notice Period for Hearing on the Debtors' Amended Motion for an Order Pursuant to Section 503(c)(3) of the Bankruptcy Code Authorizing (I) Implementation of a Key Employee Incentive Plan for Certain Insiders and (II) Payment of Any Obligations Arising Thereunder as Administrative Expenses [Docket No. 1795]

Responses: None.

Status: The hearing on this matter will be going forward.

2. Debtors' Motion to Approve Amendment to the Barclays DIP Facility and Fees Payable Thereunder [Docket No. 1781]

Related Documents:

a. Debtors' Motion to Shorten Notice of the Debtors' Motion to Approve Amendment to the Barclays DIP Facility and Fees Payable Thereunder [Docket No. 1782]

b. Declaration of Marc D. Puntus in Support of the (I) Debtors' Motion to Approve Amendment to the Barclays DIP Facility and Fees Payable Thereunder and (II) Debtors' Motion to Shorten Notice of the Debtors' Motion to Approve Amendment to the Barclays DIP Facility and Fees Payable Thereunder [Docket No. 1784]

c. Order Shortening the Notice Period for Hearing on the Debtors' Motion to Approve Amendment to the Barclays DIP Facility and Fees Payable Thereunder [Docket No. 1796]

Responses:

a. Reservation of Rights of the Official Committee of Unsecured Creditors With Respect to the Debtors' Motion to Approve Amendment to the Barclays DIP Facility and Fees Payable Thereunder [Docket No. 1808]

Status: The hearing on this matter will be going forward.

II. CONTESTED MATTERS

1. Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of

Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 61]

Related Documents:

- a. Order Under 11 U.S.C. §§ 105, 363(b) and 365 (I) Authorizing and Approving Sale Procedures, Including Payment of Break-Up Fees; (II) Scheduling Bid Deadline; Auction (If Necessary) and Sale Hearing; (III) Establishing Assumption and Assignment Procedures, Including Procedures for Fixing Cure Amounts; and (IV) Establishing Notice Procedures and Approving Forms of Notice [Docket No. 538]
- b. Revised Joint Omnibus Scheduling Order and Provisions for Other Relief Regarding (I) Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements, and (II) The RMBS Trustees' Limited Objection to the Sale Motion [Docket No. 945]
- c. Notice of Status Conference on the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion and Related Joinders [Docket No. 1445]
- d. Notice of Hearing on the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion and Related Joinders [Docket No. 1806]

Responses:

- a. Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1242]
- b. Joinder of Wells Fargo Bank, N.A., as Master Servicer for Residential Mortgage Backed Securities Trusts to Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1243]
- c. Joinder of U.S. Bank National Association as Master Servicer for Residential Mortgage Backed Securities Trusts to The Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1246]
- d. Joinder of Frost National Bank in RMBS Trustees' Pre-Auction Objection to Debtors' Sale Motion [Docket No. 1249]
- e. Joinder of The Bank of New York Mellon as Master Servicer for Residential Mortgage Backed Securities Trusts to The Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1250]

- f. Objection of TCF National Bank and Joinder in the Pre-Auction Objection of the RMBS Trustees [Docket No. 1452]**
- g. Joinder of HSBC Bank, National Association as Trustee Under Certain Mortgage Backed Securities Trusts to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1501]**
- h. Objection of CIBM Bank and Joinder in the Pre-Auction Objection of the RMBS Trustees [Docket No. 1612]**
- i. Response of the RMBS Trustees in Support of Their Pre-Auction Objections to the Debtors' Sale Motion [Docket No. 1807]**
- j. Statement and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation With Respect to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1812]**
- k. Syncora Guarantee Inc.'s Request for Clarification on October 17, 2012 Hearing and Reservation of Rights Regarding Early Consideration of Objections to Treatment of Mortgage Servicing Contracts Pursuant to Debtors' Sale Motion [Docket No. 1827]**
- l. Federal Home Loan Mortgage Corporation's Statement and Reservation of Rights with Respect to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1839]**
- m. CitiMortgage, Inc.'s Joinder in Syncora Guarantee Inc.'s Request for Clarification on October 17, 2012 Hearing and Reservation of Rights Regarding Early Consideration of Objections to Treatment of Mortgage Servicing Contracts Pursuant to Debtors' Sale Motion [Docket No. 1841]**
- n. Joinder of Fannie Mae to (I) Syncora Guarantee Inc.'s Request for Clarification on October 17, 2012 Hearing and Reservation of Rights Regarding Early Consideration of Objections to Treatment of Mortgage Servicing Contracts Pursuant to Debtors Sale Motion and (II) Federal Home Loan Mortgage Corporations Statement and Reservation of Rights with respect to the Pre-Auction Objections of the RMBS Trustees to the Debtors Sale Motion [Docket No. 1843]**
- o. Joinder of USAA Federal Savings Bank to (I) Syncora Guarantee Inc.'s Request for Clarification on October 17, 2012 Hearing and Reservation of Rights Regarding Early Consideration of Objections to Treatment of Mortgage Servicing Contracts Pursuant to Debtors' Sale Motion and (II) Federal Home Loan Mortgage Corporation's Statement and Reservation of Rights with Respect to the Pre-Auction**

Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1846]

Replies:

a. Debtors' Omnibus Reply to the RMBS Trustees' Pre-Auction Objections to the Debtors' Sale Motion [Docket No. 1768]

Status: The hearing on the Pre-Auction Objections of the RMBS Trustees and related Joinders will be going forward.

Dated: October 17, 2012
New York, New York

/s/ Gary S. Lee
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